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Carla O. Andres (*Pro Hac Vice*)

Attorneys for the Fee Committee

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS, INC. <i>et al.</i> ,	:	Case No. 08-13555 (JMP)
	:	
Debtors.	:	(Jointly Administered)
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**STIPULATION BETWEEN FOSTER GRAHAM MILSTEIN & CALISHER
AND THE FEE COMMITTEE REGARDING THE
SECOND INTERIM APPLICATION OF
FOSTER GRAHAM MILSTEIN & CALISHER,
FOR ALLOWANCE OF INTERIM COMPENSATION AND EXPENSES
FOR THE PERIOD JUNE 1, 2011 THROUGH SEPTEMBER 30, 2011**

**TO: THE HONORABLE JAMES M. PECK
U.S. BANKRUPTCY JUDGE**

WHEREAS, on December 14, 2011, Foster Graham Milstein & Calisher, LLP (“Foster Graham”) filed the *Second Interim Application of Foster Graham Milstein & Calisher, LLP for the Ninth Interim Period for Compensation and Reimbursement of Expenses* (the “Second Fee Application”) [Docket No. 23356] seeking interim fees in the amount of \$224,406.00 for professional services rendered and reimbursement of out-of-pocket expenses in the amount of \$15,720.50;

WHEREAS, Foster Graham has received from the Debtors 80 percent of the amounts invoiced to the Debtors for professional services rendered and 100 percent of the amounts invoiced for expenses;

WHEREAS, pursuant to the *Order Appointing Fee Committee and Approving Fee Protocol* [Docket No. 3651], and consistent with the procedures set forth in the *Amended Fee Protocol* attached as Exhibit A to *Order Amending the Fee Protocol* [Docket No. 15998], counsel for the Fee Committee in Lehman Brothers Holdings, Inc. (the “Fee Committee”) has reviewed the Second Fee Application, issued a Confidential Letter Report on December 8, 2011, and entered into a dialogue with Foster Graham regarding this application;

WHEREAS, as a result of this dialogue, Foster Graham and the Fee Committee have agreed to a stipulated disallowance of fees in the amount of \$2,222.75 for professional services rendered and a reduction of \$1,261.61 in Foster Graham’s out-of-pocket expense reimbursement request; and

WHEREAS, notwithstanding this Stipulation, the Second Fee Application remains subject to notice, an opportunity for a hearing, and Court approval under Rule 2016 of the Federal Rules of Bankruptcy Procedure and 11 U.S.C. §§ 330, 331.

STIPULATION

NOW, THEREFORE, the Fee Committee and Foster Graham hereby stipulate and agree that the Court may enter an order (to be submitted subsequently) approving Foster Graham’s request for interim compensation and reimbursement of expenses in the reduced amount of \$222,183.25 in fees and \$14,458.89 in expenses.

[Signature page follows]

Dated: Milwaukee, Wisconsin
October 8, 2012.

GODFREY & KAHN, S.C.

By: /s/ Carla O. Andres
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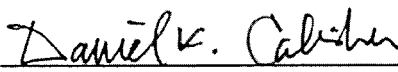
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